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: No. 07 Civ. 7134 (SAS)
 DECLARATION OF ROBERT N. HOLTZMAN IN SUPPORT OF DEFENDANT'S MOTION TO DISMISS
: : :

ROBERT N. HOLTZMAN, an attorney duly admitted to practice before the Bar of this Court, hereby declares as follows:

- 1. I am a member of the firm of Kramer Levin Naftalis & Frankel LLP, attorneys for defendant Marsh & McLennan Companies, Inc. ("MMC") in the above-captioned matter.
- 2. I submit this declaration to provide the Court with true and correct copies of the following documents in support of Defendant's motion to dismiss, which are incorporated in the Complaint by reference or are integral to the complaint, *Subaru Distribs. Corp. v. Subaru of Am., Inc.*, 425 F.3d 119, 122 (2d Cir. 2005):
 - a) MMC press release, dated November 8, 2004 (Exhibit A).
 - b) Resignation letter of Roger E. Egan (Exhibit B).
 - c) Marsh USA Inc. Severance Pay Plan (Exhibit C).
 - d) Marsh Inc. Fall 2004 Restructuring Severance Pay Plan (the "RIF Plan") (Exhibit D).

- Excerpts of the MMC 2000 Senior Executive Incentive and Stock e) Award Plan (the "Stock Award Plan") (Exhibit E).
- MMC Terms and Conditions of 7-Year Restricted Stock Awards to f) U.S. Grant Recipients (the "2004 Restricted Stock Award"), dated March 17, 2004 (Exhibit F).
- MMC Terms and Conditions of Restricted Stock Unit Awards to g) U.S. Grant Recipients (the "2003 Restricted Stock Unit Award"), dated January 16, 2003 (Exhibit G).
- h) Retirement Plan, Plan Administration Description, dated May 10, 2006 (Exhibit H).
- Excerpts of the U.S. Retirement Program (the "Qualified Plan") i) (Exhibit I).
- Excerpts of the Benefit Equalization Plan (the "BEP") (Exhibit J). j)
- k) Excerpts of the Supplemental Retirement Plan (the "SERP") (Exhibit K).
- Letter from the MMC Retirement Service Center to Roger Egan, 1) dated August 19, 2005 (Exhibit L).
- 3. I also submit this declaration to certify that the parties have exchanged pre-motion letters in accordance with Section III(B) of Your Honor's Individual Rules and Procedures.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: New York, New York September 10, 2007

> s/ Robert N. Holtzman Robert N. Holtzman

Index No. 07 Civ. 7134 (SAS)

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ROGER EGAN,

Plaintiff,

-against-

MARSH & MCLENNAN COMPANIES, INC.,

Defendant.

DECLARATION OF ROBERT N. HOLTZMAN IN SUPPORT OF DEFENDANT'S MOTION TO DISMISS

KRAMER LEVIN NAFTALIS & FRANKEL LLP Attorneys for Defendants

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All communications should be referred to:
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